

OPTION CARE HEALTH, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Option Care Health, Inc., a Delaware corporation (the “Company”) (1) to assist the Board by identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board the director nominees for the next annual meeting of stockholders and the individuals to fill vacancies occurring between annual meetings of stockholders; (2) to develop and recommend to the Board matters of corporate governance; (3) to lead the Board in its annual review of the Board’s performance; (4) to recommend to the Board director nominees for each Committee; and (5) to assist the Board in overseeing the Company’s policies and programs and related risks to the Company that concern certain environmental, social, legislative, regulatory, and public policy matters.

Committee Membership

The size of the Committee will be determined by the Board in its sole discretion; provided, that in no event shall it consist of fewer than three members. Subject to the terms of any agreement entered into by the Company, the members of the Committee will be appointed annually by the Board and will serve at the Board’s discretion. Committee members may be removed by the Board at any time, with or without cause, and any vacancies will be filled through appointment by the Board. The Board will appoint one member of the Committee as its Chair. All members of the Committee will meet the independence requirements of Nasdaq and any other applicable laws or regulations.

Meetings

The Committee will meet as often as necessary to carry out its responsibilities, but not less than four times each year. The Committee Chair will preside at each meeting. In the event the Committee Chair is not present at a meeting, the Committee members present at that meeting will designate one of its members as the acting chair of such meeting. The Committee is governed by all other rules regarding the conduct of meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. Members of the Committee will meet regularly in executive session without members of management present.

Committee Responsibilities

1. The Committee will review the size of the Board and determine, and recommend to the Board for its approval, the qualifications, qualities, skills, and other criteria to be considered in selecting director nominees.
2. Consistent with such criteria, and subject to any agreement entered into by the Company, the Committee will recommend to the Board the director nominees for the Company’s next annual meeting of stockholders and the individuals to fill vacancies occurring between annual meetings of stockholders.
3. The Committee will seek to complete customary vetting procedures and background checks with respect to individuals suggested for potential Board membership by stockholders of the Company or other sources.

4. The Committee will monitor and evaluate the Company's orientation program for new directors and continuing education program for current directors.
5. The Committee will review the Board's leadership structure and recommend changes to the Board as appropriate.
6. The Committee will assist the Board in determining and monitoring whether each director and prospective director is "independent" within the meaning of any rules and laws applicable to the Company.
7. The Committee will develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation.
8. The Committee will review the Board's committee sizes, structure and composition and make recommendations to the Board regarding the appointment of directors to serve as members of each committee and as committee Chair at least annually.
9. The Committee will oversee engagement with stockholders and proxy advisory firms and review proxy advisory firm policies and voting recommendations as well as emerging corporate governance trends and practices.
10. The Committee will oversee the Company's corporate governance practices and procedures and review and recommend to the Board for approval any changes to the significant documents, policies, and procedures constituting the Company's corporate governance framework, including any changes to the Company's Certificate of Incorporation and Bylaws.
11. The Committee will review stockholder proposals relating to corporate governance and other matters and recommend to the Board the Company's response to such proposals.
12. The Committee will review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and to recommend that this disclosure be included in the Company's proxy statement or Annual Report on Form 10-K, as applicable.
13. The Committee will review and approve, as appropriate, any requests from directors to stand for election to any outside for-profit boards of directors.
14. The Committee will oversee the design of the management development and succession planning process for the Company's Chief Executive Officer and other key executive officers.
15. The Committee will periodically review and recommend to the Board for approval any changes to the Company's Code of Business Conduct.
16. The Committee will review environmental, social, legislative, regulatory, and public policy trends that could impact the Company's business operations, performance, and reputation.
17. The Committee will review the Company's policies, practices and disclosures with respect to sustainability and environmental, social and governance factors.
18. The Committee will review the Company's public policy agenda and its position on significant public policy matters, including political contributions and lobbying activities.

19. The Committee will make regular reports to the Board regarding its actions and recommendations.
20. The Committee will review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
21. The Committee will conduct an annual evaluation of the performance of its duties under this Charter and will present the results of the evaluation to the Board.
22. The Committee will perform such other duties as may be delegated by the Board and consistent with this Charter.

Committee Authority

The Committee will have the resources and authority to discharge its responsibilities, including the sole authority (1) to retain and terminate any search firm to be used to identify director candidates; and (2) to approve the search firm's fees and other retention terms. The Committee will have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors, and the Company will provide appropriate funding, as determined by the Committee, for such advice and assistance. The Committee may form and delegate authority to subcommittees when appropriate. The Committee will have access to the Company's books, records, facilities and personnel.

Last Updated: December 16, 2022